

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.  
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)  
Debtors. : (Jointly Administered)  
:  
:  
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**ORDER PURSUANT TO SECTIONS  
105(a) AND 366 OF THE BANKRUPTCY CODE  
(I) APPROVING THE DEBTORS' PROPOSED FORM  
OF ADEQUATE ASSURANCE OF PAYMENT, (II) RESOLVING  
OBJECTIONS BY UTILITY COMPANIES, AND (III) PROHIBITING  
UTILITIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICE**

Upon the motion, dated September 29, 2008 (the "Motion"), of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors-in-possession (collectively, the "Debtors") and, together with their non-debtor affiliates, "Lehman"), pursuant to sections 105(a) and 366 of title 11 of the United States Code (the "Bankruptcy Code"), (i) for approval of the Debtors' Proposed Adequate Assurance<sup>1</sup>; (ii) to establish procedures for resolving any objections to the Motion by the Utility Companies that the Proposed Adequate Assurance is not adequate; and (iii) to prohibit the Utility Companies from altering, refusing, or discontinuing service, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the United States Trustee for the Southern District of New York (the “U.S. Trustee”), (ii) those creditors holding the fifty (50) largest unsecured claims against the Debtors’ estates, (iii) the Securities and Exchange Commission, (iv) the Internal Revenue Service, and (v) the United States Attorney for the Southern District of New York, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and the appearances of all interested parties having been noted in the record of the Hearing; and upon the Affidavit of Ian T. Lowitt Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First-Day Motions and Applications, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, its estate and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that the Debtors’ Proposed Adequate Assurance satisfies the requirements under section 366 of the Bankruptcy Code; and it is further

ORDERED that no Utility Company shall (a) discontinue, alter, or refuse service to, or discriminate against, the Debtors on the basis of the commencement of these chapter 11 cases or as a result of any unpaid prepetition charges, or (b) require additional adequate assurance of payment, other than the Adequate Assurance Deposit supplied; and it is further

ORDERED that any Utility Company that failed to file **by no later than 4:00 p.m. (prevailing Eastern Time) on October 13, 2008** its (i) request for an Adequate Assurance Deposit or (ii) an Objection to the Motion is deemed to have adequate assurance that is satisfactory to it, within the meaning of section 366 of the Bankruptcy Code; and it is further

ORDERED that the Debtors are authorized to supplement, as necessary, the list of Utility Companies (a “New Utility Company”) annexed as Exhibit A hereto (the “Utility Service List”), and that this Order shall apply to any such New Utility Company that is subsequently added to the Utility Service List; and it is further

ORDERED that if the Debtors supplement the Utility Service List, they shall serve a copy of this Order and the revised Utility Service List on the New Utility Company and such party will have 10 days from the date of service to respond to the Adequate Assurance Deposit. If New Utility Company fails to respond to the Adequate Assurance Deposit on or before 10 days after service of the revised Utility Service List, that party shall be deemed to have adequate assurance that is satisfactory to it, within the meaning of section 366 of the Bankruptcy Code; and it is further

ORDERED that if Debtors and the New Utility Company are unable to resolve any disputes regarding the Adequate Assurance Deposit on a consensual basis, then the Court shall resolve such dispute at the next scheduled omnibus hearing; *provided, however*, that until such consensual resolution or Court determination, the New Utility Company shall be deemed to have been provided adequate assurance within the meaning of section 366 of the Bankruptcy Code as set forth herein; and it is further

ORDERED that any Adequate Assurance Deposit requested by, and provided to, any Utility Company pursuant to the Motion shall be returned to the Debtors the earlier of the

date the Debtors discontinue Utility Services or the conclusion of these chapter 11 cases; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order; and it is further

ORDERED that nothing in this Order or the Motion shall be deemed to constitute the postpetition assumption or adoption of any agreement pursuant to section 365 of the Bankruptcy Code; and it is further

ORDERED that the Debtors' service of the Motion upon the Utility Companies shall not constitute an admission or concession that such entities are a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

Dated: New York, New York  
October 16, 2008

s/ James M. Peck  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

**(Utility Companies)**

## Utility Matrix

Lehman Brothers Holdings Inc., et al.,		<b>EXHIBIT A</b>		
List of Utility Companies				
<u>Building Location</u>	<u>Utility Company Name</u>	<u>Address</u>	<u>Type of Service</u>	<u>Account Number</u>
101 Hudson St. Jersey City, NJ	PSE&G	P.O. Box 14106 New Brunswick, NJ 08906	Electric	2194114238 2195699213 2195696028 2194427104
399 Park Avenue, New York, NY	Con Edison	JAF Station, P.O. Box 1701, New York, NY 10116	Gas	42-7201-0008-0000-2
085 Tenth Avenue	Con Edison	JAF Station, P.O. Box 1701, New York, NY 10116	Electric	49-4071-0009-0100-3
1127 Euclid Avenue, Cleveland, OH 44115	AT&T	P.O. 8100, Aurora, IL 60507	Telephone	21652380929717
1128 Euclid Avenue, Cleveland, OH 44115	AT&T	P.O. 8100, Aurora, IL 60507	Telephone	21658901352743
1129 Euclid Avenue, Cleveland, OH 44115	AT&T	P.O. 8100, Aurora, IL 60507	Telephone	21668597353643
1130 Euclid Avenue, Cleveland, OH 44115	AT&T	P.O. 8100, Aurora, IL 60507	Telephone	21669668000105
1131 Euclid Avenue, Cleveland, OH 44115	AT&T	P.O. 8100, Aurora, IL 60507	Telephone	21677106051260
1132 Euclid Avenue, Cleveland, OH 44115	AT&T	P.O. 8100, Aurora, IL 60507	Telephone	21666406100148
1133 Euclid Avenue, Cleveland, OH 44115	AT&T	P.O. 8100, Aurora, IL 60507	Telephone	21624162554334
1134 Euclid Avenue, Cleveland, OH 44115	Cleveland Public Power	P.O. 5637, Cleveland, OH 44101	Electric	4310005958
1135 Euclid Avenue, Cleveland, OH 44115	Division of water	P.O. 94540, Cleveland, OH 44101	Water	01483643001-1
1136 Euclid Avenue, Cleveland, OH 44115	Dominion	P.O. 26225, Richmond, VA 23260		53325
1137 Euclid Avenue, Cleveland, OH 44115	Interstate Gas	P.O. 631919, Cincinnati, OH 45263	Gas	1184
1138 Euclid Avenue, Cleveland, OH 44115	Illuminating	P.O. 3638, Akron, OH 44309		110023197400
1139 Euclid Avenue, Cleveland, OH 44115	Illuminating	P.O. 3638, Akron, OH 44309		110023975896
1140 Euclid Avenue, Cleveland, OH 44115	NEORS	P.O. 94550, Cleveland, OH 44101		01373526001-1
1141 Euclid Avenue, Cleveland, OH 44115	TimeWarner	P.O. 0901, Carol Stream, IL 60132	Internet / Cable	229315702
1142 Euclid Avenue, Cleveland, OH 44115	TimeWarner	P.O. 0901, Carol Stream, IL 60132	Internet / Cable	233193801
1143 Euclid Avenue, Cleveland, OH 44115	TimeWarner	P.O. 0901, Carol Stream, IL 60132	Internet / Cable	228465004

## Utility Matrix

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## Utility Matrix

<u>Building Location</u>	<u>Utility Company Name</u>	<u>Address</u>	<u>Type of Service</u>	<u>Account Number</u>
1144 Euclid Avenue, Cleveland, OH 44115	TimeWarner	P.O. 0901, Carol Stream, IL 60132	Internet / Cable	222818503
1145 Euclid Avenue, Cleveland, OH 44115	TimeWarner	P.O. 0901, Carol Stream, IL 60132	Internet / Cable	216501801
1146 Euclid Avenue, Cleveland, OH 44115	TimeWarner	P.O. 0901, Carol Stream, IL 60132	Internet / Cable	228561604
1147 Euclid Avenue, Cleveland, OH 44115	TimeWarner	P.O. 0901, Carol Stream, IL 60132	Internet / Cable	235373901
1148 Euclid Avenue, Cleveland, OH 44115	TimeWarner	P.O. 0901, Carol Stream, IL 60132	Internet / Cable	234921801
1149 Euclid Avenue, Cleveland, OH 44115	TimeWarner	P.O. 0901, Carol Stream, IL 60132	Internet / Cable	229500004
1150 Euclid Avenue, Cleveland, OH 44115	TimeWarner	P.O. 0901, Carol Stream, IL 60132	Internet / Cable	226559601
1151 Euclid Avenue, Cleveland, OH 44115	TimeWarner	P.O. 0901, Carol Stream, IL 60132	Internet / Cable	219544802
1152 Euclid Avenue, Cleveland, OH 44115	TimeWarner	P.O. 0901, Carol Stream, IL 60132	Internet / Cable	227333403
Parkridge 7 - Parking Lot, Colorado	Xcel Energy	P.O. Box 840, Denver, CO 80201	Electric	53-45058234-7
Parkridge 7 - Parking Lot, Colorado	Denver Water	1600 W. 12th Avenue, Denver, CO 80212; P.O. Box 173343, Denver, CO 80217	Water	20028187-01-3



## Utility Matrix

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